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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

AMERICAN STEAMSHIP OWNERS : 04 Civ. 04309 (LAK)(JCF)  
MUTUAL PROTECTION AND :  
INDEMNITY ASSOCIATION, INC., :  
Plaintiff, :  
: NOTICE OF MOTION FOR  
- against - : PROTECTIVE ORDER,  
ALCOA STEAMSHIP CO., INC., et al. : ORDER COMPELLING  
: PRODUCTION OF  
: DOCUMENTS AND  
: WITNESSES AND  
: AMENDMENT OF  
: SCHEDULING ORDER  
Defendants. :  
: v

PLEASE TAKE NOTICE that upon the annexed affidavit of Shaun F. Carroll dated May 27, 2005 and the exhibits annexed thereto and the memorandum of law submitted herewith and all prior pleadings and proceedings had herein, the nominal plaintiff, the American Steamship Owners Mutual Protection and Indemnity Association, Inc. (the "American Club" or "Club"), will move this Court on the 6<sup>th</sup> day of July at 10:00 o'clock in the fore noon, in Room 18 D of the United States Court House, 500 Pearl Street, New York, New York 10007

(A) for a protective order pursuant to Rule 26(c) of the Federal Rules of Civil Procedure directing that (1) Nourse & Bowles LLP's letters to its client dated May 18 and June 18, 2004 are attorney client privileged and thus no person in any of the defendants' law firms may seek in any way to take any advantage of any of the information contained therein; and (2) directing that defendants' law firms, and any defendants who have any copies of these letters, remove those letters from the hands of all of the attorneys for defendants participating in this litigation, and return them and any copies to Nourse & Bowles, LLP; and

(B) for an order pursuant to Rule 37 Fed. R. Civ. P. compelling (1) defendants Keystone, Farrell and APL to produce all opinions and reports from all counsel including but not limited to counsel retained or approved by the Club concerning then pending and anticipated occupational disease claims and lawsuits including (without limitation asbestos claims and lawsuits), as well as the issue of reopening closed insurance years, all as identified on defendants' privilege logs; (2) defendants Keystone, Farrell and APL to produce certain of their former counsel for depositions; (3) defendants Keystone, Farrell and APL to produce any and all internal corporate reports and analyses concerning actual and anticipated liability for occupational disease claims including without limitation asbestosis claims, as identified on defendants' privilege logs; (4) defendant APL to produce the opinion of Joseph K. Molloy, Esq. dated in or about May 1995 given to APL's Mr. C.B. Gleason, who was then a member of the American Club's Board of

Directors and shown by Mr. Gleason to the American Club's counsel Richard Brown, Esq. in or about May 1995; and

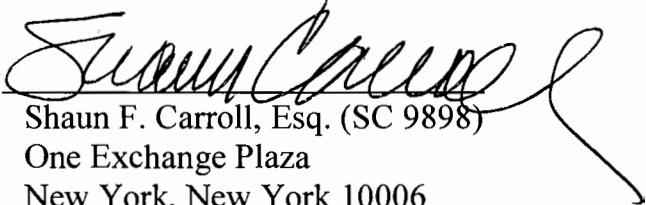
(C) deferring the depositions of defendants' witnesses pending defendant's compliance with this Court's orders on items (B) 1 – 4 above.

Dated:       New York, New York  
                  May 27, 2005

Respectfully submitted,

NOURSE & BOWLES, LLP  
Attorneys for Plaintiff

By:

  
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TO: All Counsel